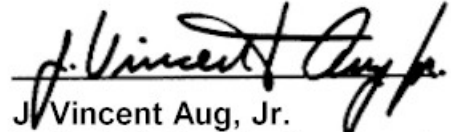


**This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.**

**IT IS SO ORDERED.**

**Dated: June 28, 2006**

  
J. Vincent Aug, Jr.  
United States Bankruptcy Judge

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>EAGLEPICHER HOLDINGS, INC., et al.,</b>	)	<b>Jointly Administered</b>
	)	<b>Case No. 05-12601</b>
<b>Debtors.</b>	)	
	)	<b>Judge J. Vincent Aug, Jr.</b>
	)	

**ORDER AUTHORIZING PRIVATE SALE OF ASSETS OF  
DEBTOR EAGLEPICHER AUTOMOTIVE, INC.  
TO HAIN CAPITAL HOLDINGS, LLC OUTSIDE  
THE ORDINARY COURSE OF BUSINESS PURSUANT TO 11 U.S.C. § 363  
AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002 AND 6004**

This matter coming before the Court to be heard upon the Motion of Debtors for Order Authorizing Private Sale of Assets of Debtor EaglePicher Automotive, Inc. to Hain Capital Holdings, LLC Outside the Ordinary Course of Business Pursuant to 11 U.S.C. § 363 and Federal Rules of Bankruptcy Procedure 2002 and 6004, dated June 6, 2006 [Docket No. 2132] (the "Motion"); and the Court having determined that due and adequate notice of the Motion has been given; and it appearing to the Court that, based upon the representations contained in the Motion, and after consideration of any objections and responses filed with respect to the Motion, the issuance of this Order is in the best interest of the Debtors, their estates and creditors; and

after due deliberation and good and sufficient cause appearing therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED.
2. EP Automotive<sup>1</sup> is authorized in accordance with Section 363 of the Bankruptcy Code to sell the Claims to Hain outside the ordinary course of business.
3. This Court retains jurisdiction over all matters relating to the interpretation and implementation of this Order.

**IT IS SO ORDERED.**

**SUBMITTED BY:**

Stephen D. Lerner (OH 0051284)  
Jeffrey A. Marks (OH 0012273)  
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jemarks@ssd.com

**ATTORNEYS FOR  
DEBTORS AND DEBTORS IN POSSESSION**

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.